

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: _____)
LEAR CAPITAL, INC.,¹ _____) Chapter 11 (Subchapter V)
Debtor. _____) Case No. 22-10165-BLS
) **Re: Docket No. _____**
)

**ORDER APPROVING STIPULATION RE EXTENSION OF GOVERNMENTAL
CLAIMS BAR DATE AND PLAN DATE²**

Upon consideration of the Stipulation re Extension of Governmental Claims Bar Date and Plan Date (the “Stipulation”)³ entered into by and between Lear Capital, Inc., the debtor and debtor in possession herein (the “Debtor”), and the Participating States; and the Court having jurisdiction over this matter pursuant to 28 U.S.C §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012 (Sleet, C.J.); and the Court having determined that granting the relief requested in the Stipulation is in the best interests of the Debtor, its estate and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Stipulation is approved.
2. The Governmental Bar Date shall be extended through and including March 17, 2023.⁴ For the avoidance of doubt, this deadline shall only apply to those entities entitled to an

¹ The last four digits of the Debtor’s federal tax identification number are 7197. The Debtor’s address is 1990 S. Bundy Drive, Suite 600, Los Angeles, CA 90025.

² All references herein to “extending the government claims bar date” or “all deadlines” being extended (or similar phrasing) are subject to the caveat set forth in footnote 4, *infra*.

³ Capitalized terms not otherwise defined herein shall have the meaning set forth in the Stipulation.

⁴ This extension applies only to those parties entitled to an extension under the Abstention Order. The Parties disagree on whether non-Participating States or non-State governmental bodies are entitled to such an extension. Nothing in the Stipulation is intended to, nor shall be deemed to have resolved that issue. That issue will be resolved, if necessary, in the event a non-Participating State or other non-State governmental body files a proof of claim.

extension as set forth in that certain “Order Granting Joint Motion of the Debtor and Debtor in Possession, Participating States and Customers for Order Pursuant to 11 U.S.C. §105 and Federal Rule of Bankruptcy Procedure 9019 Authorizing and Approving Settlement” (Docket No. 251).

3. The Debtor’s Plan Deadline shall be extended through and including March 31, 2023.

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order and the Stipulation.

EXHIBIT 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
LEAR CAPITAL, INC.,¹) Chapter 11 (Subchapter V)
Debtor.) Case No. 22-10165-BLS
)
)

**STIPULATION RE EXTENSION OF GOVERNMENTAL CLAIMS BAR DATE
AND PLAN DATE¹**

WHEREAS, this Stipulation re Extension of Governmental Claims Bar Date and Plan Date (the “Stipulation”) is entered into by and between Lear Capital, Inc., the debtor and debtor in possession herein (the “Debtor”), and the Participating States² (collectively, the “Parties”), by and through undersigned counsel.

WHEREAS, on March 2, 2022 (the “Petition Date”), the Debtor filed its voluntary petition for relief under Chapter 11, Subchapter V of title 11 of the United States Code (the “Bankruptcy Code”), commencing this Chapter 11 case (the “Chapter 11 Case”).

WHEREAS, on June 7, 2022 (the “Abstention Date”), this Court entered an Order Granting Joint Motion of the Debtor and Debtor in Possession, Participating States and Customers for Order Pursuant to 11 U.S.C. §105 and Federal Rule of Bankruptcy Procedure 9019 Authorizing and Approving Settlement (the “Abstention Order”) (Docket No. 251).

¹ The last four digits of the Debtor’s federal tax identification number are 7197. The Debtor’s address is 1990 S. Bundy Drive, Suite 600, Los Angeles, CA 90025.

² All references herein to “extending the government claims bar date” or “all deadlines” being extended (or similar phrasing) are subject to the caveat set forth in footnote 4, *infra*.

² The “Participating States” include Alabama, Arizona, Arkansas, California, Colorado, Delaware, District of Columbia, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Mexico, North Carolina, North Dakota, Ohio, Puerto Rico, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, and Wisconsin.

WHEREAS, the Abstention Order provided for the formation of a Committee of Customers (the “Committee”) and provided a 90-day period during which all deadlines in this Chapter 11 Case, including all applicable Subchapter V deadlines, are stayed, with a 30-day reinstatement period for certain deadlines including, but not limited to, the governmental claims bar date and the Debtor’s deadline to file a plan under the terms of its current Subchapter V designation (“Abstention Period”)

WHEREAS, the purpose of the Abstention Order has been to allow the Debtor, the Committee, and Participating States to negotiate a resolution of all outstanding issues, including the terms of a consensual plan, with the goal of achieving a resolution of the Chapter 11 Case.

WHEREAS, the initial expiration date of the Abstention Period was September 21, 2022, and the Abstention Period was extended three times (Docket Nos. 379, 428, 465), most recently expiring on December 21, 2022 with the 30-day reinstatement period expiring January 20, 2023.

WHEREAS, on January 18, 2023, the Participating States filed a Joint Motion with the Debtor Extending Governmental Claims Bar Date and Plan Date (Docket No. 512) (the “Extension Motion”).

WHEREAS, at a hearing held on February 16, 2023, the Court granted the Extension Motion and approved the extension of the governmental claim bar date for those entities entitled to an extension as set forth in the Abstention Order found at Docket No. 251 (the “Governmental Bar Date”) through March 3, 2023 and approved the extension of the deadline for the Debtor to file a plan (the “Plan Deadline”) through March 17, 2023.

WHEREAS, on February 27, 2023, the Parties, as well as the Committee, attended mediation which was generally successful and at which time the general terms of a consensual plan were tentatively reached.

WHEREAS, based on a stipulation between the Parties, the Court entered an order extending the Governmental Bar Date through March 10, 2023 and extending the Plan Deadline through March 24, 2023 (Docket No. 570).

WHEREAS, in order to allow the Parties to work out the final details of the terms of a consensual plan, the Parties agree to further extend the Governmental Bar Date and the Plan Deadline by an additional week.

NOW, THEREFORE, the Parties, by and among the undersigned counsel for the Parties, stipulate and agree, subject to the approval of the Court, as follows:

1. The Governmental Bar Date shall be extended through and including March 17, 2023.³ For the avoidance of doubt, this deadline shall only apply to those entities entitled to an extension as set forth in the Abstention Order found at Docket No. 251.

2. The Debtor's Plan Deadline shall be extended through and including March 31, 2023.

3. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation.

Dated: March 9, 2023

By: /s/ Karen Cordry
Karen Cordry (DC Bar No. 278051)
National Association of Attorneys General
1850 M St., NW, 12th Floor
Washington, DC 20036
Telephone: (202) 326-6025
(301) 933-3640 (current use)
E-mail: kcordry@naag.org

Respectfully submitted,

By: /s/ Robert Finke
Robert Finke, 40756*
First Assistant Attorney General
1300 Broadway, 8th Floor
Denver, CO 80203
Telephone: (720) 508-6376
Email: Robert.Finke@coag.gov

³ This extension applies only to those parties entitled to an extension under the Abstention Order. The Parties disagree on whether non-Participating States or non-State governmental bodies are entitled to such an extension. Nothing in this Stipulation is intended to, nor shall be deemed to have resolved that issue. That issue will be resolved, if necessary, in the event a non-Participating State or other non-State governmental body files a proof of claim.

ATTORNEY FOR THE FILING STATES LISTED IN
COMMISSIONER

By: /s/ Max F. Brauer
Max F. Brauer
(Maryland State Does Not Use Bar Numbers)
Assistant Attorney General
Maryland Office of the Attorney General
Securities Division
200 Saint Paul Place, 25th Floor
Baltimore, MD 21202
Telephone: (410) 576-6950
Facsimile: (410) 576-6532
mbrauer@oag.state.md.us

ATTORNEY FOR THE STATE OF MARYLAND
EX REL MARYLAND SECURITIES COMMISSIONER

By: /s/ Abigail R. Ryan
ABIGAIL R. RYAN
Texas State Bar No. 24035956
Office of the Attorney General of Texas
Bankruptcy & Collections Division
P. O. Box 12548 MC008
Austin, Texas 78711-2548
Telephone: (512) 463-2173
Facsimile: (512) 936-1409
abigail.ryan@oag.texas.gov

ATTORNEY FOR THE TEXAS STATE SECURITIES
BOARD

By: /s/ Michael D. Morris
MICHAEL D. MORRIS
Assistant Attorney General
State Bar #1112934
Wisconsin Department of Justice
Post Office Box 7857
Madison, Wisconsin 53707-7857
(608) 266-3936
(608) 294-2907 (Fax)
morrismd@doj.state.wi.us

ATTORNEYS FOR THE STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS

ATTORNEY FOR THE COLORADO SECURITIES
APPENDIX A

By: /s/ Laura L. McCloud
LAURA L. MCLOUD (TN BPR 16206)
Senior Assistant Attorney General
P.O. Box 20207
Nashville, TN 37202
(615) 532-8933

ATTORNEY FOR THE STATE OF TENNESSEE

By: /s/ Jennifer Rood
JENNIFER ROOD, Assistant General
Counsel
Vermont Bar No. 5515
Vermont Department of Financial
Regulation
89 Main Street, Third Floor
Montpelier, VT 05620
(802)828-5672
Jennifer.rood@vermont.gov

ATTORNEY FOR THE VERMONT DEPARTMENT
OF FINANCIAL REGULATION

By: /s/ Stephen Manning
STEPHEN S. MANNING
Washington State Bar No. 36965
Washington Department of
Financial Institutions, Securities Division
150 Israel Rd. SW
Tumwater, WA 98501
Telephone: (360) 902-8700
Fax: (360) 902-0524
Stephen.Manning@atg.wa.gov

ATTORNEY FOR THE WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION

By: /s/ Jeffrey R. Waxman
Jeffrey R. Waxman (DE Bar No. 4159)
Brya M. Keilson (DE Bar No. 4643)
MORRIS JAMES LLP

By: /s/ Alan J. Friedman

Alan J. Friedman (admitted pro hac vice)
Melissa Davis Lowe (admitted pro hac vice)
SHULMAN BASTIAN FRIEDMAN &
BUI LLP
100 Spectrum Center Drive; Suite 600
Irvine, CA 92618
Telephone: (949) 340-3400
Facsimile: (949) 340-3000
E-mail: afriedman@shulmanbastian.com
E-mail: mlowe@shulmanbastian.com

Wilmington, DE 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
E-mail: jwaxman@morrisjames.com
E-mail: bkeilson@morrisjames.com

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